

No: 02-2025/TTr-BOD

Hai Phong, ... June 2025

PROPOSAL
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HAI AN TRANSPORT AND STACKING JOINT STOCK COMPANY

*Re. the plan to issue shares under the employee stock ownership plan program
of the Company and its subsidiaries (ESOP)*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021 and its amendments, supplements and guidelines;
- Pursuant to Decree No. 155/2020/ND-CP of the Prime Minister signed and issued on December 31, 2020 detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter of Organization and Operations of Hai An Transport and Stevedoring Joint Stock Company



The Board of Directors (“BOD” of Hai An Transport and Stevedoring Joint Stock Company (“the Company”) respectfully submits to the General Meeting of Shareholders for consideration and approval of the following issues:

I. ESOP Stock Issuance Plan

Purpose of Issuance	: Issuing shares under ESOP for employees of the parent company and subsidiaries, recognizing their contributions to the Company's growth.
Stock Name	: Shares of Hai An Transport and Stevedoring Joint Stock Company
Stock Type	: Common shares
Par Value	: VND 10,000 per share
Estimated total shares outstanding after stock dividend payment:	: 168,862,743 shares

Number of shares proposed for issuance	: Up to 2,500,000 shares (equivalent to 1.48% of expected outstanding shares after stock dividend payment).
Total expected issuance value at par value	: VND 25,000,000,000
Usage of funds raised	: To support business operations and supplement working capital
Issuance Method	: Direct offering to the BOD, Control Board, and employees of Hai An Transport and Stevedoring Joint Stock Company and its subsidiaries
Eligible participants	: Members of the Board of Directors, Supervisors and employees of Hai An Transport and Stevedoring Joint Stock Company and its subsidiaries according to the list approved by the Company's Board of Directors. The General Meeting of Shareholders authorizes the Board of Directors to decide and promulgate the ESOP regulations, standards, list of employees eligible to purchase ESOP shares and principles for determining the number of shares distributed to each subject.
Issuance Pricing	: Fixed price is VND 10,000/share (The price is equivalent to 37.07% of the book value (as of December 31, 2024, the Company's book value is: VND 26,974/share), however, with the aim of increasing employee engagement, attracting talent and considering the restriction period of 03 years, the price of VND 10,000/share is appropriate.)
Handling of Unallocated Shares	: If employees do not purchase all allocated shares within the registration period, the BOD may redistribute the remaining shares to other eligible participants (including employees who have been distributed shares) under the same pricing conditions, ensuring legal compliance
Plan to ensure compliance with foreign ownership ratio regulations	The General Meeting of Shareholders authorizes the BOD to approve a plan to ensure that the issuance of shares meets foreign ownership ratio regulations.
Transfer Restriction:	: 100% of ESOP-issued shares will be restricted from transfer for three years from the issuance completion date.

Payment Method : Bank transfer to the Company's account.
Implementation Timeline : In 2025, following AGM approval and regulatory clearance.



II. Authorization for BOD to Manage ESOP Execution

- Decide on the issuance time, develop and complete the dossier for issuing shares under the employee stock option program to submit to the State Securities Commission. In case the State Securities Commission requires amendments or supplements, the Board of Directors is allowed to decide on amendments or supplements according to the recommendations/proposals of the State Securities Commission to complete the issuance of shares under the ESOP program in 2025;.
- Decide on the criteria, standards and list of employees eligible to participate in the ESOP program, the principles for determining the number of shares distributed to each subject and promulgate the ESOP regulations in 2025; decide on the continued distribution of the number of shares not fully issued;.
- Decide on the detailed plan for using the proceeds from the issuance under the ESOP program in 2025;.
- Carry out necessary procedures to adjust information on the number of registered securities (additional registration) according to the number of shares issued under the ESOP program at the Vietnam Securities Depository and Clearing Corporation (VSDC);.
- Carry out necessary procedures to list additional shares issued under the ESOP program at the Ho Chi Minh City Stock Exchange ("HSX");.
- Amend the Company Charter on the Charter Capital section and carry out procedures to increase the Charter Capital with the Hanoi Department of Finance after completing the issuance of shares under the ESOP program;
- Decide to repurchase and use shares when the person, who entitled to buy under the ESOP program, resigns;
- Carry out other related tasks to complete the assigned work content;
- Depending on each specific case, the Board of Directors authorize the General Director to perform one or all of the above tasks.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Higly appreciated!

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



VU THANH HAI